

Decision _____

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Joint Application of Lodi Gas Storage, L.L.C. (U-912-G), Western Hub Properties L.L.C. and WHP Acquisition Company II, L.L.C. for Expedited *Ex Parte* Authorization to Transfer Western Hub Properties' Control of Lodi Gas Storage, L.L.C. to WHP Acquisition Company II, L.L.C. Through the Sale of Western Hub Properties' 50% Interest in Lodi Holdings, L.L.C. to WHP Acquisition Company II, L.L.C., Pursuant to Public Utilities Code Section 854(a).

Application 05-08-031
(Filed August 24, 2005)

DECISION CLOSING PROCEEDING

On December 1, 2005, the Commission issued Decision (D.) 05-12-007, which approved the unopposed transfer of the 50% interest of Western Hub Properties L.L.C. in Lodi Holdings, L.L.C. (Lodi Holdings), the parent company of Lodi Gas Storage, L.L.C. (LGS), to WHP Acquisition Company II, L.L.C. (WHP Acquisition II). As noted in the decision, the practical effect of this transfer was to "bring Lodi Holdings and LGS under unified control and management," since WHP Acquisition II was a wholly-owned subsidiary of one of two funds formed to invest in the energy and power industries that are managed by ArcLight Capital Partners, L.L.C., an investment management firm headquartered in Boston, Massachusetts. (*Mimeo.* at 1-2.)

As part of the application, the applicants moved to file their entire purchase-and-sale agreement under seal, pursuant to Pub. Util. Code § 583 and General Order 66-C. The Commission denied this motion, stating that "while

many of the schedules attached to the purchase-and-sale agreement contain competitively-sensitive information (such as the names of LGS's storage customers and details about their contracts), the main agreement itself appears to consist almost entirely of routine corporate boilerplate." (*Id.* at 10-11.) Rather than place the entire agreement under seal, the applicants were instructed by the Commission to submit a redacted, public version of the purchase-and-sale agreement setting forth the contract language as to which there was no need for confidentiality. (*Id.* at 11-12.)

The requirement that applicants file a redacted, public version of their purchase-and sale agreement was set forth in Ordering Paragraph (OP) 7 of D.05-12-007. OP 10 of the same decision stated that "this application remains open for the purpose of receiving the redacted, public version of the Purchase and Sale Agreement required by OP 7." (*Id.* at 20.)

On December 5, 2005, applicants submitted the redacted, public version of their purchase-and-sale agreement required by OP 7. In view of this filing, there is no reason for this proceeding to remain open, and it should be closed.

Waiver of Comment Period

This is an uncontested matter in which the decision grants the relief requested. Accordingly, pursuant to Pub. Util. Code § 311(g)(2), the otherwise applicable 30-day period for public review and comment is being waived.

Assignment of Proceeding

John A. Bohn is the Assigned Commissioner and A. Kirk McKenzie is the assigned Administrative Law Judge in this proceeding.

Finding of Fact

The redacted, public version of the applicants' purchase-and-sale agreement required by OP 7 of D.05-12-007 was filed on December 5, 2005.

Conclusion of Law

This proceeding should be closed.

O R D E R

IT IS ORDERED that the instant proceeding, Application 05-08-031, is closed.

This order is effective today.

Dated _____, at San Francisco, California.